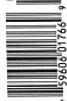


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X-FORCE



PHALANX COVENANT

**LIFE
SIGNS**

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FEATURING
**X-FACTOR, X-FORCE
AND EXCALIBUR**

SO,
"DOUGLOCK"?

--THIS IS THE
"SUPER-SECRET
HEADQUARTERS
OF THE GROUP
THAT'S POSING A THREAT
TO LIFE ON EARTH.
AS WE KNOW IT.
HUH?"

**FABIAN
NICIEZA**
WRITER

**TONY
DANIEL**
PENCILER

**KEVIN
CONRAD**
INKER

**CHRIS
ELICHAKIS**
LETTERER

**MARIE
JAYNES**
COLORIST

**BOB
HARRAS**
EDITOR

**TONY
D'ARALDO**
EDITOR IN CHIEF

X-FORCE® Vol. 1, No. 36, September, 1994. ISSN # 1077-8800. Published by MARVEL COMICS, Terry Stewart, President. Stan Lee, Publisher. Michael Holtzman, Group Vice President. Publishing OFFICE OF PUBLICATION: 367 PARK AVENUE SOUTH, NEW YORK, N.Y. 10014. SECOND CLASS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1994 Marvel Characters, Inc. All rights reserved. Price \$2.99 per copy in the U.S. and \$4.00 in Canada. Subscription rates for 12 issues: U.S. \$34.99; Canadian subscribers must add \$10.00 for postage and GST #R123070002. All other foreign countries must add \$12.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person and/or institution is intended. All other names which may appear are purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or magazine separated, nor in a mutilated condition. X-FORCE, including all associated characters, featured in this issue and the distinctive "S" emblem is a trademark of MARVEL. Printed in Canada. POSTAL REGISTRATION NO. 907175 ON. SEND ADDRESS CHANGES TO X-FORCE, c/o MARVEL, DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 1075 DUNBAR, CT 06813-1075. TELEPHONE # (203) 556-0876. Printed in Canada.

HIS RETURN HAS STIRRED UP A VARIETY OF EMOTIONS IN THOSE THE REAL DOGS RAHSEY ONCE KNEW AND LOVED...

...AND WHO, ONCE, LOVED HIM BACK.

SAMUEL GUTHRIE (SUB-DESIGNATE CANNONBALL): INTER-ROGATIVE QUERY: WHAT HAS THIS ENTITY DONE TO FOSTER SUCH DISTRUST IN YOU--

--AND YET ENGENDER SUCH FRIENDSHIP IN RAHNE SINGLAIR (SUB-DESIGNATE WOLFSBANE)?--

LET'S JUS' SAY THAT YOU'VE GIVEN US MORE N' ENOUGH REASON TA DOUT' THAN TA WELCOME YOU BACK WITH OPEN ARMS.

YOU SHOW UP A FEW DAYS AGO SAYIN' YOU'RE SOMEONE AH SAW DIE WITH MAH OWN TWO EYES--

--SOMEONE WHO WAS MY FRIEND. DO Y'UNDERSTAND-- MY FRIEND?--

AH THINK AH HAVE THE RIGHT T BE A LITTLE SKEPTICAL.

AN' THE X-MEN ARE MISSIN' KIDNAPPED BY YOUR TECHNO-MATES, THE PHALANX--

--NEXT THEY MUIR ISLAND AS WELL.

FORCIN' EXCALIBUR TO CALL THE REST O' US TOGETHER AT THE MONASTERY AT MONT ST. FRANCIS, TURNIN' IT INTO OUR OWN VERSION O' THE ALAMO.

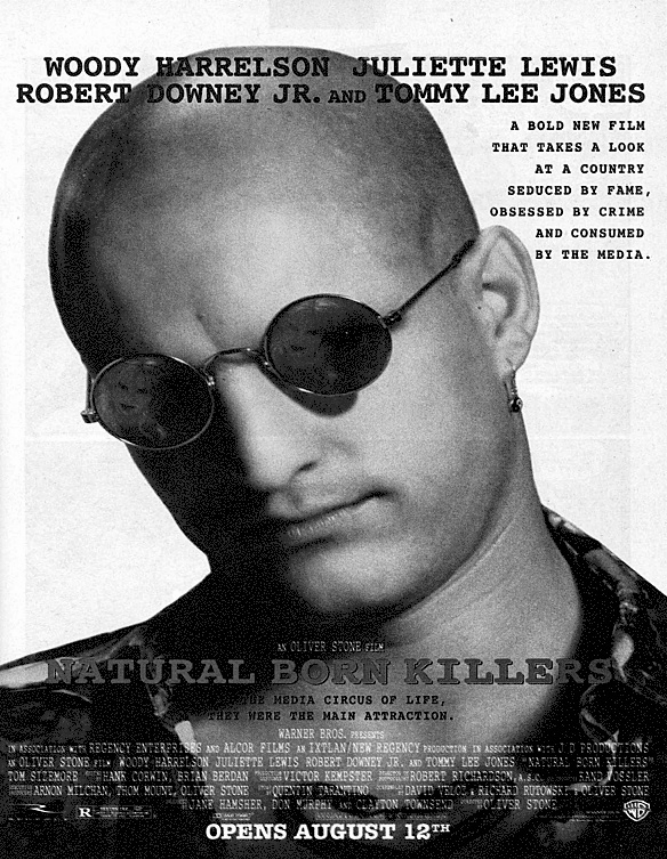
AN' THEN YOU DECIDE IT'S AS GOOD A TIME AS ANY TO WRAP YOURSELF AROUND OVER FORGE LIKE WET FUR ON A MOUND DOG, BONDIN' WITH HIM IN YOUR OWN SPECIAL PHALANX WAY--

--LEAVIN' HIM TWO CARB SAYS A'ROWIN' THE BOAT.

YOU LEAD US CLEAR ACROSS EUROPE TO HERE--

--TELLIN' US THIS PLACE REPRESENTS A DANGER TO ALL HUMAN LIFE.

YOU TOLD US, "DOUG," THAT EVERYTHIN' DEPENDS ON US COMIN' HERE, AN' WHEN WE DIDN'T BELIEVE YOU, YOU TOOK US!



**WOODY HARRELSON JULIETTE LEWIS
ROBERT DOWNEY JR. AND TOMMY LEE JONES**

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THAT TAKES A LOOK
AT A COUNTRY
SEDUCED BY FAME,
OBSESSED BY CRIME
AND CONSUMED
BY THE MEDIA.**

AN OLIVER STONE FILM

NATURAL BORN KILLERS

**THE MEDIA CIRCUS OF LIFE,
THEY WERE THE MAIN ATTRACTION.**

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"HJANE HAMSHER, DON MURPHY AND CLAYTON TOWNSEND "OLIVER STONE

R

OPENS AUGUST 12TH







AH KNOW A MIRACLE, RAHNEY--
AH HAVE PLENTY
OF FAITH IN
THEM...

...MORE, AH THINK
SOMETIMES, THAN A
SOUL WHO'S BEEN
THROUGH AS MUCH
AS AH HAVE,
SHOULD HAVE A
RIGHT TO!

AH SUPPOSE
AH'M JUST AFRAID,
GIRL...

O-OF
WHAT
SAM?



THAT IF AH
START BELIEVIN'
IT IS COMIN'
BACK FROM THE
DEAD--

--IF I LET
MYSELF ACCEPT
THAT SOMETHIN'
THAT WONDERFUL
CAN HAPPEN
T' US...

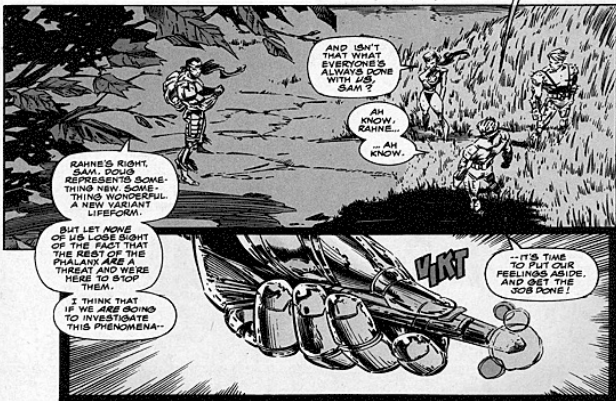
...WELL, AH
GUESS AH'M
AFRAID SOME-
ONE WILL TAKE
IT AWAY
AGAIN.

AH' AH
COULDN'T
STAND THAT,
RAHNE.

AH COULDN'T
STAND TO FEEL
THAT LOSS
AGAIN.

SO, MAYBE
IT'S EASIER
TO WANT
T' BELIEVE
HE'S THE
ENEMY--

--MAYBE
IT'S EASIER
TO MAKE HIM
AN OUTSIDER.



AND ISN'T
THAT WHAT
EVERYONE'S
ALWAYS DONE
WITH US,
SAM?

AH
KNOW,
RAHNE...

...AH
KNOW.

RAHNE'S RIGHT,
SAM. DOUG
REPRESENTS SOME-
THING NEW. SOME-
THING WONDERFUL.
A NEW VARIANT
LIFEFORM.

BUT LET NONE
OF US LOSE SIGHT
OF THE FACT THAT
THE REST OF THE
PHALANX ARE A
THREAT AND WERE
HERE TO STOP
THEM.

I THINK THAT
IF WE ARE GOING
TO INVESTIGATE
THIS PHENOMENA--

--IT'S TIME
TO PUT OUR
FEELINGS ASIDE,
AND GET THE
JOB DONE!



WAIT A MINUTE,
AM I DON'T MEAN
T'BE RUDE, BUT
JUST LIKE
THAT?

SHOULDN'T
WE HAVE A
PLAN?

DOUGLOCK
BROUGHT US
HERE FOR A
REASON,
SAM.

THE PHALANX
HAVE TO BE
STOPPED...

...AND IF
THIS TOWN
IS WHERE
WE NEED TO
GO TO DO
THAT...



... THEN THE
MOST LOGICAL
THING TO DO
IS TO SIMPLY
PUT ONE FOOT IN
FRONT OF THE
OTHER, RIGHT?



SO HOW
COME I FEEL
LIKE I'M WALKIN'
INTO THE LION'S
DEN?

FINNAE
BE SILLY!
DOUG WOULD
NAE LET US
BE HURT!



WHY, LOOK AT
THIS PLACE, SAM!
'TIS AN ABSOLUTELY
PERFECT
VILLAGE!



**SPECIAL
EDITION**

THE MUTANT ENQUIRER

The Daily Mutant Bulletin

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EDITION****EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA! EXTRA!**

Generation X

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It's the beginning of Marvel's newest X-title, Generation X, and it is so shocking you won't believe it!

Generation X Preview reveals the true inside scoop on Marvel's hottest new team! Find out which mutants will appear in Generation X #1, and which ones didn't make the grade!

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IF ANYTHING,
SAMUEL, THE PHALANX
INFESTATION DOES
NOT APPEAR TO BE
VERY LARGE AT THIS
LOCATION.

BUT
APPEARANCES,
I CONCUR, CAN
BE DECEIVING.

YOU CAN
SEE SOME-
THING WHICH
OUR EYES
CAN'T, DOUG?

THEY
ARE HERE.
ALL AROUND
US.

I CAN
SENSE THE
BUZZING ORCHE-
STRA OF THE
COLLECTIVE
INTELLIGENCE...

-- RINGING
IN THE BACK
OF MY SELF-
ACTUALIZATION
NEURODYNAMIC
NETWORK.



AND
ALTHOUGH
I WAS
REMOVED
FROM THE
HIVE--



--AND BOUGHT
REFUGE BEYOND
THE COVENANT--

-- THIS UNIT
WOULD ANTICIPATE,
THAT IF IT CAN
SEE THEM--



...THEN MOST
CERTAINLY IT
WOULD STAND
TO REASON...

...THEY, TOO,
CAN SEE
US!





"... BUT THE REALITY IS TOUGH TO HANDLE SOMETIMES."

LORNA... ANYTHING, YET?

IN ALL OF THE TWO MINUTES SINCE YOU ASKED LAST, ALEX?

NO, NOTHING.

THEY'VE BEEN IN THERE FOR HOURS NOW!

AN' KNOWIN' HOW STUBBORN THAT MAN CAN BE, HE'LL STAY THERE TILL HE FINDS WHAT HE'S LOOKING FOR!

AND THAT, SIRYN, IS BOTH WHAT ENDEARS US TO CHARLES XAVIER...



... AND INTIMIDATES US SO MUCH, AS WELL!"

THE PROFESSOR HAS NO FEELINGS IN HIS LEGS, GUIDO.

BUT HE MORE THAN MAKES UP FOR THAT LOSS WITH THOSE IN HIS HEART.

FOR THE SAKE OF BOTH HUMANS AND MUTANTS ALIKE --

-- THIS MAN WOULD SACRIFICE ALL HE HAS EVER WORKED FOR -- ALL HE HAS, IF NECESSARY --

-- IN ORDER TO SAVE THE WORLD.

YOU'D THINK, AT LEAST, BY NOW, THAT HE'D BE COMING UP SO TIME!

GEEZ,
NIGHTCRAWLER...
I WAS JUST
KIDDIN'.

THE PROFESSOR
ASKED ME TO
HELP CARRY 'IM
UP THOSE BLASTED
WINDING STONE
STEPS--

--'CAUSE HIS
HOVERCHAIR GOT
TRASHED BY THE
PHALANX.

HE SAID THAT MORE
THAN ANY OF YOU OTHERS,
I WOULD UNDERSTAND
HIS FRUSTRATIONS
OVER NEEDIN' SUCH
ASSISTANCE.

I TOLD HIM
NOT T' WORRY.
SAID I'D
STAND WATCH
OVER HIM TILL
HE TELEPATHI-
CALLY FOUND
FORGE AND
THE REST--

--OR UNTIL WE
WERE ALL FOOD
FOR THE WORMS!
Y'KNOW WHAT I
MEAN.

I DO.

MY APOLOGIES,
GUIDO. I HAVE NO
DOUBT YOU WILL
DO JUST THAT!

JUST WATCH,
KURT! LET ANY OF
'EM GIVE 'KILLER
CAROSELLA' A
TRY!

I'LL
MODERIZE
'EM!

JUGGERNAUT!
HA! HE'S A
LIGHTWEIGHT!

EXODUS!
SHRUG HIM OFF
LIKE WATER OFF
A DUCK!

WHAT ABOUT
THE IMPOSSIBLE
MAN?

THAT GREEN
ALIEN PESTY
GUY?

KIM, I'LL
NEED HELP
WITH.

HOLD YOUR
NOSE AND
HOLLER IF
THERE'S ANY
PROGRESS,
MY FRIEND!

THE SULFUR STENCH
FROM NIGHTCRAWLER'S
TELEPORTATION WAFTS
THROUGH THE AIR--

--BUT CHARLES
XAVIER TAKES
NO NOTICE.

BAMF

FOR HE IS,
IN TRUTH,
FAIR, FAR
AWAY.

PHYSICALLY,
HE REMAINS
SEATED UNDER
GUIDO'S CARE...

... BUT THE MIND
OF THE GREATEST
TELEPATH ON
EARTH HANDERS
FAIR, FREE OF ALL
PHYSICAL RE-
STRAINTS--

--CHARLES XAVIER
NOW CALMLY FLOATS
THROUGH A DIFFERENT
PART OF REALITY!

IT HAS
BEEN A
WHILE SINCE I
VISITED THE
SERENITY OF
THE ASTRAL
PLANE.

WOULD THAT
I HAD TIME TO
STROLL THROUGH
IT IN TRAN-
QUILITY.

BUT THAT
IS A LUXURY
THE X-MEN
RARELY
HAVE--

--AND EVEN LESS
SO NOW, WITH THE
PHALANX THREATENING
TO OVERWHELM MAN
AND MUTANT ALIKE
ACROSS THE WORLD.

I NEED TO FIND
FORGE AND "DOUG-
LOCK," FOR I FEEL
WITHIN THEM MAY
BE THE ANSWERS
WE NEED TO
STOPPING THIS
NEW THREAT.

LUCKILY,
FINDING THE
NEEDLE IN THE
PROVERBIAL
HAYSTACK OF
MINDS I NOW
SHIFT THROUGH--

-- IS MADE
SLIGHTLY EASIER
BY THE INTIMATE
LEVEL OF KNOWLEDGE
I POSSESS OF
THOSE I SEARCH
FOR!



FORGE--
CAN YOU
"HEAR"
ME?

CHAR--
CHARLES?
IS THAT
YOU?

GOOD. I WAS
WONDER...ING
WHEN... YOU'D
SHOW UP.

-- I ASK THAT YOU ALLOW
ME TO MERGE WITH YOUR
CONSCIOUS MIND. I KNOW
YOU ARE THE MOST PRIVATE
OF MEN, AND I WOULD NOT
ASK THIS IF THE SITUATION
WERE NOT SO CRITICAL.

SURE... CHARLES...
YOU JUST HAVE
TO SEE...

... WHAT I'M...
SEEING...

XAVIER'S MIND SLIPS
INSIDE THAT OF THE
MUTANT MAKER'S AND
HIS EYES SNAP WIDE,
AS IF HE HAD BEEN
SLAPPED IN THE FACE.

INDEED, IN
MANY WAYS
CHARLES XAVIER
HAS.

THROUGH THE EYES
OF FORGE, HE IS GIVEN
A NEW OUTLOOK ON
LIFE-- ONE HE HAS
NEVER BEEN PRIVY
TO.

I NEED TO SEE
WHERE YOU ARE,
MY FRIEND... WHERE
DOUGLOCK TOOK
YOU.

TO UNDERSTAND
EXACTLY WHY YOUR
THOUGHTS ARE SO
CHAOTIC, MAKER--

HE SEES, NOT ONLY THE
PHALANX INFESTATION
WITHIN THE SMALL
ITALIAN HAMLET, BUT
THE VERY SUBSTANCE
OF REALITY ITSELF--

-- THE WAY
FORGE
SEES.

AS AN INTERLOCKING,
SYMBIOTIC EQUATION,
WHERE LIVING TISSUE
AND INORGANIC
MATTER BECOME
ONE.

WHERE EVERYTHING
THAT EXISTS IS
CREATED FROM THE
SAME BASIC
FOUNDATION--

-- AND IT ALL RISES,
ONE BUILDING BLOCK
AFTER ANOTHER, IN AN
ORDERLY, MATHEMATICAL
PROGRESSION --

-- TO BECOME
WHAT IT WAS
ALWAYS MEANT
TO BECOME.

SERIES II—IT'S GOT WHAT YOU WANT!

Rookies, Traded Vets And Insert Sets Star In '94 Fleer Ultra Baseball II.

This all new 300 card set is definitely worth collecting. Over 90 promising rookies. All the big-name traded vets and free agents in their new team uniforms. No Series I repeats. And 8 new, hot-looking limited edition insert sets.



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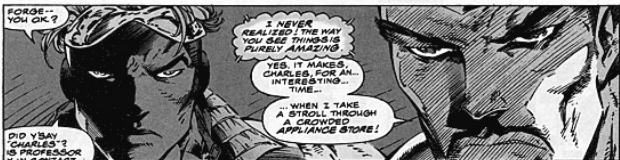
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FORGE--
YOU OK?

I NEVER
REALIZED THE WAY
YOU SEE THINGS IS
PURELY AMAZING.

YES. IT MAKES
CHARLES, FOR AN...
INTERESTING...
TIME...

...WHEN I TAKE
A STROLL THROUGH
A CROWDED
APPLIANCE STORE!

DID Y'BAW
"CHARLES"?
IS PROFESSOR
X IN CONTACT
WITH YOU?

I AM, SAM.
INSIDE
FORGE'S MIND,
SEEING THE
WORLD AS
HE DOES...

...AND TRYING
TO GAIN A NEW
INSIGHT INTO
THE CREATURES
WE OPPOSE

STARTING, I
HOPE, WITH THE
FACT THAT THEY
AREN'T
CREATURES!

THEY ARE
SOMETHING...
INCREDIBLE,
CHARLES.

SOMETHING
NEW!



AND MY FEAR, MAKER, IS
THAT YOU ARE BEGINNING TO
FEEL--

--THAT THEY
ARE ALSO
SOMETHING
BETTER.

DOUG,
CAN YOU
HELP THE
PROFESSOR--

--MAYBE
SEE THE
TRUTH ABOUT
Y'SELF?



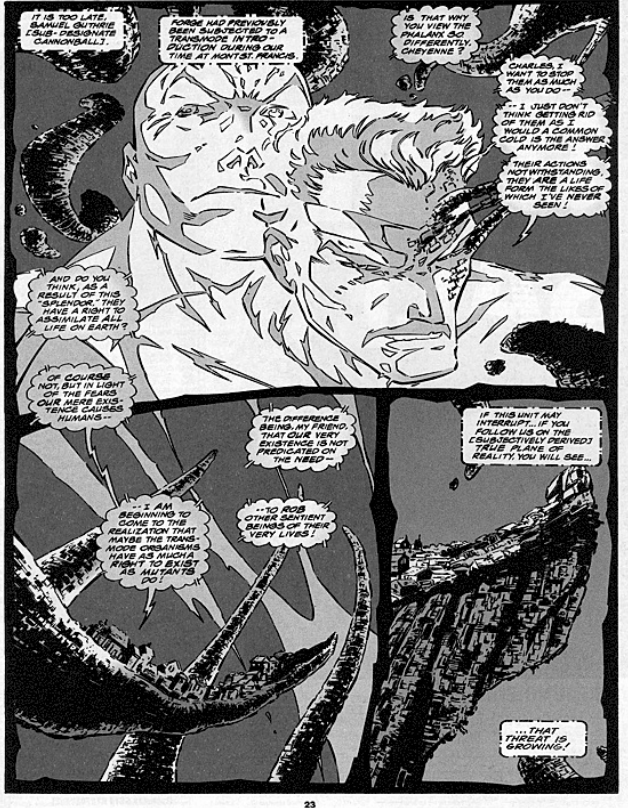
THAT WOULD
BE A FRUITFUL
ENCOUNTER,
RANNE SINCLAIR.

BY MERGING WITH
ENTITY DESIGNATE: FORGE
[SUB-DESIGNATE: THE
MAKER]--

--THIS UNIT
MAY BE CAPABLE
OF PROVIDING A
VALIDATION
OF ITS OWN
EXISTENCE--

--AND INDEED,
THAT OF THE
COLLECTIVE WHOLE,
AS WELL.

WAIT A MINUTE!
NOT IF IT MEANS
INFECTING FORGE
WITH THE TRANSMODE
VIRUS. YOU AIN'T
GONNA!



IT IS TOO LATE.
SAMUEL GUTHRIE
(SUB-DESIGNATE
CANNONBALL).

FORGE HAD PREVIOUSLY
BEEN SUBJECTED TO A
TRANSNODE INTRU-
SION DURING OUR
TIME AT MONT-ST. FRANCIS.

IS THAT WHY
YOU VIEW THE
PHALANX SO
DIFFERENTLY,
CHEYENNE?

CHARLES, I
WANT TO STOP
THEM AS MUCH
AS YOU DO --

-- I JUST DON'T
THINK GETTING RID
OF THEM AS I
WOULD A COMMON
COLD IS THE ANSWER
ANYMORE!

THEIR ACTIONS
NOTWITHSTANDING,
THEY ARE A LIFE
FORM THE LIKES OF
WHICH I'VE NEVER
SEEN!

AND DO YOU
THINK, AS A
RESULT OF THIS
"SPLENDOR," THEY
HAVE A RIGHT TO
ASSIMILATE ALL
LIFE ON EARTH?

OF COURSE
NOT, BUT IN LIGHT
OF THE FEARS
OUR MERE EXIS-
TENCE CAUSES
HUMANS --

THE DIFFERENCE
BEING, MY FRIEND,
THAT OUR VERY
EXISTENCE IS NOT
PREDICATED ON
THE NEED --

IF THIS UNIT MAY
INTERRUPT... IF YOU
FOLLOW US ON THE
(SUBJECTIVELY DERIVED)
TRUE PLANE OF
REALITY, YOU WILL SEE...

-- I AM
BEGINNING TO
COME TO THE
REALIZATION THAT
MAYBE THE TRANS-
NODE ORGANISMS
HAVE AS MUCH A
RIGHT TO EXIST
AS MUTANTS
DO.

-- TO ROB
OTHER SENTIENT
BEINGS OF THEIR
VERY LIVES!

...THAT
THREAT IS
GROWING!

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I FEEL
SOMETHING...
STRANGE,
XAVIER.

I THINK
THAT DOUGLOCK
IS RIGHT.

SAM, RAHNE...
DO YOU SEE
SOMETHING IN
THE VALLEY?

AH DON'T
KNOW WHAT
IT IS,
PROFESSOR...

...BUT MAH
OUT FEELING
SAYS IT AIN'T
GOOD!

FORGE?

I HEAR
THE CONCERN
IN YOUR VOICE,
CHARLES.

YOU KNOW THAT IF
WHAT DOUG SAID IS
TRUE, IT'S GOING TO HAVE
TO CHANGE OUR ENTIRE
APPROACH TO STOPPING
THE PHALANX.

SIR, AM
HOPE YOU ARE
PREPARED
FOR THIS --

-- 'CAUSE
AM DON'T KNOW
IF ANY O' US
COULD BE!

PROFESSOR,
SOMEHOW-- SOME-
WAY-- 'TIS
BEAUTIFUL!

JUST
LIKE DOUG
SAID!

THERE'S
LIGHT HERE--
AN' LIFE AS
WELL!

JUST AS I
KNEW THERE
WAS IN DOUG
HIMSELF!

THE NURSERY
CONDUIT, AS THIS
SITE HAS BEEN
CALLED--

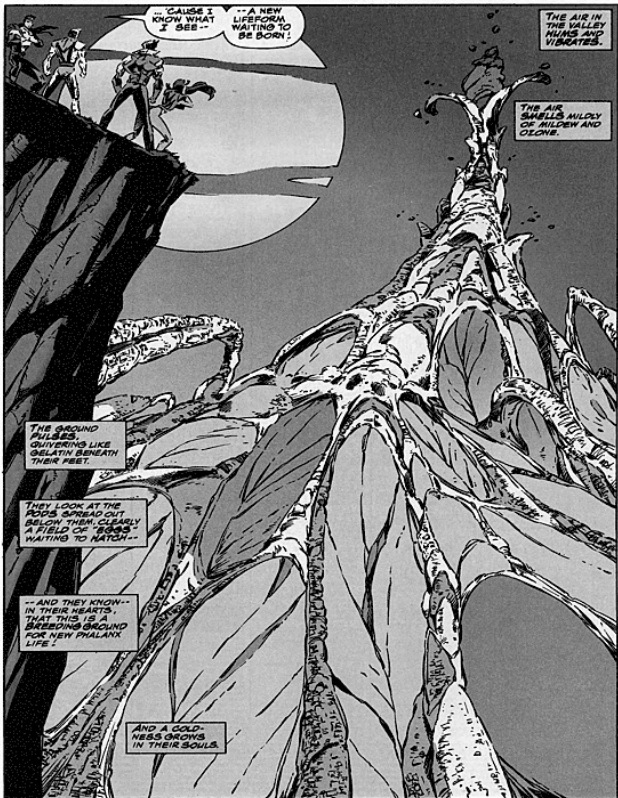
-- WAS
GENERATED,
IN MANY WAYS
BEYOND THE
EXPECTATIONS
OR THE CONTROL
OF THE COLLECTIVE
INTELLIGENCE.

LAD, ARE YOU
SUGGESTING THAT
THE PHALANX HAVE
BEGUN--

--TO
REPRODUCE?

HE'S NOT
SUGGESTING IT,
CHARLES. HE'S
STATING IT!

LOOK THROUGH
MY EYES, FRIEND,
AND TELL ME WHAT
YOU SEE.



-- CAUSE I
KNOW WHAT
I SEE --

-- A NEW
LIFEFORM
WAITING TO
BE BORN!

THE AIR IN
THE VALLEY
HUMS AND
VIBRATES.

THE AIR
SMELLS MILDLY
OF MILDEN AND
OZONE.

THE GROUND
PULSES,
QUIVERING LIKE
GELATIN BENEATH
THEIR FEET.

THEY LOOK AT THE
PODS SPREAD OUT
BELOW THEM, CLEARLY
A FIELD OF "EGGS"
WAITING TO HATCH--

-- AND THEY KNOW--
IN THEIR HEARTS,
THAT THIS IS A
BREEDING GROUND
FOR NEW PHALANX
LIFE.

AND A GLOOM-
NESS GROWS
IN THEIR SOULS.

THE MONT
ST. FRANCIS
MONASTERY...

GOT
IT!

WE HAVE A
SIGNATURE LOCK
FROM THE REMNANT
TECHNO-ORGANIC PATTERNS
MATCHED IN BOTH RICTOR
AN' KITTY'S CELLULAR
STRUCTURES!

IN OTHER
WORDS, LADS AN'
LASSIES--WE'RE
BACK IN
BUSINESS!

USING THAT TECHNO-
ORGANIC PATTERN WE
RAN THROUGH THE
DIAGNOSTICS
SYSTEMS --

--WE'RE
PICKING-UP
THREE DISTINCT
LOCATIONS OF
REALLY HEAVY
PHALANX ACTIVITY,
DOCTOR.

WE GOT
ACTION IN
SOUTHERN
CALIFORNIA, THE
ITALIAN ALPS
AND TIBET
SPECIFICALLY
THE HIMA-
LAYAS.

WE'LL FIGURE OUT
WHICH TARGET TO CHOOSE
FROM IN A MOMENT,
RIC --

--BUT NOW,
LET'S GET KITTY
OUT OF THAT BEASTLY
CONTRAPTION!

BRIAN HAS
HER, MOIRA.
SHE'S ALL
RIGHT.

HER PARTIALLY
PHASED STATE
IS MERELY A BY-
PRODUCT OF HER
EXHAUSTION!

S'OKAY,
OUTS--LEAST--
WE FOUND EM--

COMPOSE
YOURSELF,
KITTY. YOUR
TRIAL IS DONE,
FOR NOW.

WE HAVE ENOUGH PERSONNEL TO SUFFICIENTLY RECONNOITER ALL THREE OF THE LOCATIONS YOU'VE IDENTIFIED, MASTAGBERT.

SHOULDN'T WE, THEN, BEST BE ON OUR WAY?

WE'RE NOT GOING ANYWHERE YET, SHATTER-STAR.

AT LEAST UNTIL THE PROFESSOR IS FINISHED WITH WHAT HE'S TRYING TO DO.

'STAR, YE KNOW WE MAY BE THE LAST ONES LEFT TO STOP THE PHALANK.

AS HARD AS IT IS TO ACCEPT, BOYO--

FERT! TWO OF YOUR OWN COMRADES WERE ABDUCTED BY THIS CREATURE!

WHAT KIND OF A LEADER WILLINGLY ALLOWS HIS COMRADES TO REMAIN IN A STATE OF IMMINENT DANGER?!

-- WE MAY HAVE NO CHOICE BUT TO LET SAM AN' THE OTHERS GO F'R NOW.

IF IT MEANS FINDIN' A BETTER WAY TO FIGHT THESE BEASTIES--

-- THAN MERELY RUNNIN' AROUND THE WORLD HALF-CKOCKED, THEN I SAY WE HAVE NO CHOICE, DON'T YOU?

HEARNH. PERHAPS. SRYN. PERHAPS.

THEY--THEY'RE NOT HURT. I KNOW IT-- I CAN FEEL IT--

--ALMOST AS IF DOUG AND I SHARED-- I DON'T KNOW-- A BOND.

BUT I KNOW HE DIDN'T TAKE THEM AWAY TO LEAD THEM TO THEIR DEATHS.

"HE WAS GENUINE
IN HIS CONCERN--
SOMEHOW I KNOW
THAT..."

"...THAT IF THEY
FAILED, ALL LIFE
ON THIS PLANET
WOULD BE
DESTROYED."

PROFESSOR,
ARE YOU STILL
WITH US, SIR?

YES,
I'M HERE,
SAM.

AND, I
IMAGINE, AS
INTRIGUED BY
ALL THIS
WONDERMENT
AS YOU.

ARE YOU STILL
AS MUCH A FAN
OF SCIENCE FICTION
NOVELS AS YOU
USED TO BE?

WISH AH
HAD THE
TIME.

BEIN' AN
OUTLAW, AN'
SAVIN' THE
WORLD TAKES
A TOLL ON YOUR
DOWNTIME.

CHARLES,
TAKE A "LOOK"
AT THIS.

IT'S
ABSOLUTELY
INCREDIBLE!

AND IT
CONFIRMS
SOME OF
OUR WORST
FEARS.

WHAT
IS IT,
FORGE?

I SEE, FORGE!
THERE APPEAR TO
BE LIVING
ORGANISMS IN-
SIDE THIS CELLULAR
MEMBRANE--

AS IT HAS ALWAYS BEEN, BUT
YOU SHOULD ALWAYS TRY TO
FIND THE TIME TO READ SAM--
TO EXPERIENCE THE WONDER OF
IMAGINATION.

YESSIR,
AH KNOW.

OBEZ... AH STILL
FEEL LIKE A KID
'ROUND HIM... LIKE
AH JUST JOINED
THE NEW MUTANTS.

-- PHALANK
LIFEFORMS IN A
PSEUDO-
EMBRYONIC
STATE.

THEY'VE GAINED
YET ANOTHER
REQUIREMENT TO
BE IDENTIFIED AS
A NEW SPECIES
OF LIFE.

FIRST, SENTIENT
THOUGHT, AS
EVIDENCED BY DOUG-
LOCK-- NOW THE
ABILITY
TO PROCREATE.



THIS MEMBRANE--
IT APPEARS TO BE
HATCHING.

Slurp



SOMETHING'S
COMING OUT!

BY THE
SPIRIT--LOOK
AT THIS! IT'S
AS IF IT
WERE...



FORGE--
DON'T TOUCH
IT!



...ABOUT
TO FEED!

FORGE--
HANG ON!

DOUG!
WHAT'S
HAPPENING?

BE
CAREFUL,
SAM!

THERE'S NO
EVIDENCE THAT
YOUR KINETIC
FIELD
WILL PROTECT
YOU FROM THE
TRANSMODE
INFECTION!

I BELIEVE
NEWBORN
PHALANX STILL
NEED AN ORGANS
HOST BEFORE
ACQUIRING A
SEMBLANCE OF
INDIVIDUAL
FORM.



AM KNEW WE
COULDN'T TRUST
THESE THINGS!

THE ONLY
WAY THEY
HAVE O'
SURVIVIN'--

--IS BY
ROBBIN'
US OF
OUR RIGHT
T'LIVE!

THESE CREATURES
DEVELOPED FROM A
LIFEFORM INTRODUCED
TO THIS PLANET BY WAR-
LOCK AND HIS FATHER,
MAGUS, SAN...
THE TRANSGENIC VIRUS.

A VIRUS STILL EXISTS
ON ITS OWN, BUT IS
RELATIVELY USELESS
WITHOUT A HOST TO
ATTACH ITSELF TO.

TOGETHER,
THEY WILL LEARN
THAT THE NEEDS
OF THE PHALANX
HAVE GROWN
BEYOND SIMPLE
ASSIMILATION--

--BEYOND
EVEN THE
PROCREATION
OF OUR
RACE.



THROUGH THE
NEW ONES, THEY
WILL SEE BEYOND
EVEN THE KNOWLEDGE
OF THE COVENANT'S
HIVE--

--AND
EXPERIENCE
THE PHALANX
COVENANT.

AND THEY WILL
LEARN WHY WE
DO WHAT WE
MUST DO TO LIVE...
TO CONTINUE OUR
SPECIES.

AND SINCE FORGE HAS BEEN
PREVIOUSLY EXPOSED, THIS
PHALANX HAS NATURALLY
ATTACHED ITSELF TO HIM--

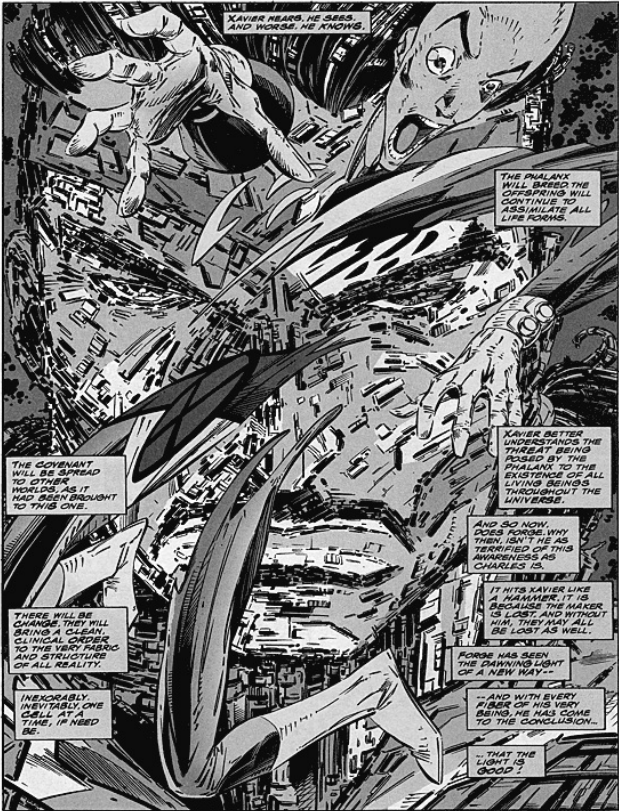
--BUT NOW'S
NOT THE TIME
FOR A HISTORY
LESSON, IS
IT?

WHAT IS
THE PROFESSOR
DOING? IS
FORGE AL-
RIGHT?

HE IS
MERGING
WITH FORGE'S
MIND--

--TO SEE
WHAT THIS NEW
PHALANX HAS
BECOME.





XAVIER HEARS, HE SEES,
AND WORSE, HE KNOWS.

THE PHALANX
WILL BREED THE
OFFSPRING WILL
CONTINUE TO
ASSIMILATE ALL
LIFE FORMS.

THE COVENANT
WILL BE SPREAD
TO OTHER
WORLDS, AS IT
HAD BEEN BROUGHT
TO THIS ONE.

XAVIER BETTER
UNDERSTANDS THE
THREAT BEING
POSED BY THE
PHALANX TO THE
EXISTENCE OF ALL
LIVING BEINGS
THROUGHOUT THE
UNIVERSE.

AND SO NOW,
DOES FORGE. WHY
THEN, ISN'T HE AS
TERRIFIED OF THIS
AWAkening AS
CHARLES IS.

THERE WILL BE
CHANGE. THEY WILL
BRING A CLEAN,
CLINICAL ORDER
TO THE VERY FABRIC
AND STRUCTURE
OF ALL REALITY.

IT HITS XAVIER LIKE
A HAMMER. IT IS
BECAUSE THE MAKER
IS LOST, AND WITHOUT
HIM, THEY MAY ALL
BE LOST AS WELL.

FORGE HAS SEEN
THE DAWNING LIGHT
OF A NEW WAY--

INEXORABLY,
INEVITABLY, ONE
CALL AT A
TIME, IF NEED
BE.

--AND WITH EVERY
FIBER OF HIS VERY
BEING, HE HAS COME
TO THE CONCLUSION--

-- THAT THE
LIGHT IS
GOOD !



IT'S OKAY,
SIR. YOU'RE
BACK-- I'M
HERE--

--FOR ALL
THE GOOD
THAT'S DONE!
I GUESS--

--BUT WHAT
HAPPENED?
DID YOU FIND
THEM?

YES,
GUIDO--
BUT FAR
WORSE--

-- I'M AFRAID
I MAY HAVE
LOST THEM, AS
WELL!

THEY ARE
INFINITE. THEY
ARE AND HAVE
BEEN FOR--
EVER.

WE STARTED
UNDER THE DELUDED
BELIEF THAT THE
MAIN GOAL OF
THE PHALANX WAS
TO ELIMINATE ALL
MUTANTS--

-- BUT OUR KIND--
THIS VERY PLANET
IS NOT ENOUGH FOR
THE PHALANX. MY
FRIEND-- THEY WANT
MORE--

--THEY WANT
EVERYTHING
THAT IS!

IT IS
INCUMBENT
ON US TO
STOP THEM
NOW--



--BEFORE THEY'RE
ABLE TO SUMMON MORE
OF THEIR KIND TO PROCEED
WITH THIS HORRIFYING
MISSION!

PROFESSOR--ARE
YOU SAYING WE
MAY BE FORCED
TO SACRIFICE SCOTT,
JEAN, FORGE--

--EVERYONE
AND EVERYTHING
WE CARE FOR?



IF WE DO NOT MOVE NOW, THEIR FATES MAY ALREADY BE SEALED. EACH OF THE SEPARATE X-UNITS OUT THERE HAS AN IMPORTANT ROLE TO PLAY, ALEX--

--BUT OURS MAY BE THE MOST IMPORTANT.

SCOTT AND HIS TEAM ARE TO RECOVER OUR MISSING FRIENDS--

--AND SEAN IS TRYING TO PREVENT THE NEXT GENERATION OF MUTANTS FROM FALLING INTO THE HANDS OF THE PHALANX--

--BUT THEY'RE OPERATING UNDER THE MISCONCEPTION THAT THE PHALANX ARE MERELY POSING A THREAT TO MUTANTS AND POSSIBLY, THE PLANET.

I NOW KNOW THAT THE THREAT IS EVEN GREATER THAN THAT!

WE ALSO MUST ASSUME THAT THE PHALANX KNOW I'VE GAINED THIS NEW INFORMATION ABOUT THEM.



SO A GROUP OF YOU SHOULD REMAIN HERE, TO PROTECT MOIRA FROM A POSSIBLE PHALANX ATTACK WHILE SHE CONTINUES HER RESEARCH.

I WILL CONTACT THE OTHERS TO TELL THEM WHAT I'VE LEARNED.

STEALTH IS THE BEST OPTION IN INFILTRATING THE PHALANX STRONGHOLD IN THE ALPS. CHARLES, WHILE SHEER FORCE IS NEEDED TO HOLD THE FORT HERE.

ALEX, TERESA AND I HAVE DIVIDED THE TEAM INTO TWO UNITS.



WHILE ALL OF THIS SOUNDS WONDERFUL IN THE PLANNING STAGES, LET'S NOT FORGET ONE LITTLE THING...

...THE PHALANX WILL EASILY CO-OPT ANY MECHANICAL EQUIPMENT WE USE FOR TRAVELLING.

SO THE QUESTION REMAINS, HOW DO WE GET FROM FRANCE TO SWITZERLAND?

THAT CAN BE TAKEN CARE OF, KURT.

WE CAN MAKE THE TRIP WITHOUT THE USE OF TECHNOLOGY.

IF SIRYN AND I CAN HANDLE THE STRAIN, WHICH I HOPE WE CAN...

... THEN ONE, ALMOST ALL-NATURAL MUTANT TRANSPORT, COMING UP!



SIRYN IS LAUNCHING HER SONIC SCREAM TO LIFT THE BUBBLE--

-- AND LORNA IS HOLDING EVERYBODY ALOFT BY MAGNETICALLY LOCKING ONTO THE IRON IN THEIR BLOOD AND THE METAL IN THEIR COSTUMES.

RATHER
INGENUOUS.

YEAH, BUT
IT'LL LEAVE
THEM BOTH
EXHAUSTED.

BE CAREFUL,
LORNA... I HOPE
I'VE PLAYED YOU'LL
ALL MAKE IT
THROUGH THIS.

ALEX,
THEY WILL
MAKE IT...

"... BECAUSE, QUITE
SIMPLY, WE HAVE NO
OTHER CHOICE."

WE'RE
OUTTA HERE,
GANG!!

THUNDERBOLT

FORSE, THE
PROFESSOR'S
ASTRAL FORM IS
GONE. AH WAS
ABLE T SHAKE
YOU FREE.

SO NOW CAN YOU
COME UP WITH SOME-
THIN THAT'S GONNA
HELP US BEAT THE
BAD GUYS?

THEY AREN'T... EVIL...
GAM... NOT IN THE
CLINICAL SENSE. THEY'RE
BEYOND THE CONCEPT
OF GOOD AND EVIL.

THEY WANT
THE SAME THINGS
WE ALL DO-- A
SENSE OF
BELONGING.

BUT THEY SEE
THINGS SO
DIFFERENTLY
THAN WE DO, SO
CLEANLY--

--THERE'S
SOMETHING SO
MAGNIFICENT
ABOUT THE
SIMPLICITY, THE
VERY STRUCTURE
OF THIS RACE.



WAITAMINUTE--AIN'T YOU FORGETTIN' THE LIL' FACT THEY JUST HAPPEN 'T'BE TRYIN' T' TAKE OVER THE WORLD?!

WHAT'S GOIN' ON HERE, FORGE? TALK T' US!

AH'M STARTIN' T'HAVE TWICE AS MANY DOUBTS 'BOUT YOU AS I DO 'BOUT DOUGLOCK, AN' I DON'T LIKE DOUBTIN' Y'ALL!

SAM, OVER THERE! IN THE DALE BETWEEN MOUNTAINS--LOOK!

'TIS AMAZING! THE GROUND--THE AIR ITSELF SEEMS T'BE ALIVE!



DOUGLOCK! THATS IT! THAT'S WHERE WE'LL FIND WHAT THE PHALANK ARE CONSTRUCTING, ISN'T IT?

IT'S THE THING THAT FRIGHTENS YOU--THE REASON YOU BROUGHT US HERE.

YES, THE BABEL SPIRE. OUR BEACON.



WHA--?!

ARE YOU TALKIN' ABOUT --?!



THE ANSWERS WE SEEK, SAM-- ALL OF US-- WILL BE FOUND THERE.



TO EFFICIENTLY
INFILTRATE THE SITE
WILL REQUIRE THAT
YOUR MUTANT SIGNA-
TURES BE SCRAMBLED
BY A TECHNO-ORGANIC
CLOAK.

AN' THE ONLY
WAY T'DO THAT
IS FOR YOU TO
INFECT ME AN'
RANNE WITH THE
TRANSMODE
VIRUS LIKE YOU
DID TO FORGE.
HUH?

NOW YOUR TRUE
COLORS ARE SHOWIN'.
AIN'T THEY? YOU
WANT US T'PUT OUR
HEADS ON THE
CHOPPIN' BLOCK!

OR PERHAPS,
IT CAN BE CONSTRUED
AS THE ONLY MEANS
WE HAVE OF STOPPING
THE PHALANX AND
SAVING THIS PLANET
FROM THEIR ASSAULT?

SAM--
STOP
IT!

BUT I ALSO
KNOW THAT SOME
OF HIS GOOD-
NESS-- HIS
MORALITY-- IS IN
YE. HE WAS MY
DEAR FRIEND, AN'
I BELIEVE IN
YOU.

AN' IF THIS
IS WHAT IT
TAKES T'STOP
THE PHALANX--

-- THEN
I'M WILLIN'
T'LET YOU
LEAD THE
WAY.

HE HASN' DONE A THING
T'WARRANT SO
MUCH ANGER
AN' MISTRUST
FROM YOU! WHAT'S
HAPPENED TO YE,
SAM? WHAT?!

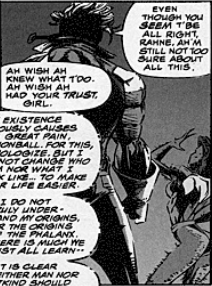
I KNOW. HE'S
NOT THE DOUG
I KNEW. HE CANNAE
BE. HE'S DEAD
AN' GONE.



OCH-- GAM!
TIS AMAZIN'!

GLORIOUS!
THE WAY THAT
HE SEES THE
WORLD.

NOT FOR THE
BETTER, NOR THE
WORSE-- JUST SO
DIFFERENT!



AH WISH AH
KNEW WHAT T'DO.
AH WISH AH
HAD YOUR TRUST,
GIRL.

MY EXISTENCE
OBVIOUSLY CAUSES
YOU GREAT PAIN,
CANNONBALL. FOR THIS,
I APOLOGIZE, BUT I
CANNOT CHANGE WHO
I AM NOR WHAT I
LOOK LIKE... TO MAKE
YOUR LIFE EASIER.

I DO NOT
TRULY UNDER-
STAND MY ORIGINS,
NOR THE ORIGINS
OF THE PHALANX.
THERE IS MUCH WE
MUST ALL LEARN--

--BUT IT IS CLEAR
THAT NEITHER MAN NOR
MUTANTKIND SHOULD
SUFFER SIMPLY BECAUSE
MY RACE EXISTS.

EVEN
THOUGH YOU
SEEM T'BE
ALL RIGHT,
RAHNE, AH'M
STILL NOT TOO
SURE ABOUT
ALL THIS.



WE ALL
HAVE VARIED
REASONS FOR
BEING HERE,
SAMUEL--



--BUT THE ONLY WAY
WE WILL ACCOMPLISH
THESE DISPARATE
GOALS--

--IS BY
ATTEMPTING TO
INFILTRATE THE
ABEL SPIRE.

IN SHORT, IF
WE ARE TO
SUCCEED, YOU
MUST PUT ASIDE
YOUR FEAR, YOUR
PREJUDICE OF
ME--

--AND YOU
MUST FIND
THAT TRUST.

THE MILES-LONG
WALK SEEMS TO
PASS IN SECONDS.

THEY KNOW THE
WORLD HASN'T CHANGED,
YET THE SIGHTS AND
SOUNDS--EVEN THE
SMELLS AND TASTES--
ABOUT THEM SEEM
TINGED WITH A DIFFERENT
FLAVOR.

THE TECHNO-ORGANIC
SHEATH HAS NOT
ENVELOPED THEM AS
SAM FEARED--BUT
IT HAS UNDENIABLY
TRANSFORMED THEM.

AND BY THE TIME
THEY REACH THE
PERIMETER OF THE
PHALANX-INFESTED
AREA, ENCOUNTERING
THE FIRST PHALANX
GUARD--

AND HE LAUGHS--
ALMOST A GUTTERAL
GROWL.

--THEY ARE RELIEVED,
BUT NOT TRULY SUR-
PRISED--

--WHEN THEY ARE
ALLOWED TO SIMPLY
WALK RIGHT BY.

IT
WORKED!
THEY CAN'T
REALLY TELL
THAT WE'RE
NOT ONE
OF THEM!

YEAH! DOUG,
I OWE YA ONE,
BOY!

BUT I
CAN'T HELP
WORRYIN'--

...WHAT'S
GONNA
HAPPEN--

...WHEN THEY
SEE PAST THE
SURFACE?

LET'S CROSS
THAT BRIDGE
WHEN WE GET
TO IT, SAM.

HE SEES
THEM.

FOR HE NOW KNOWS
THAT THE PARTY OF FOUR
ENTERING THE HIVE ARE
NOT NEWLY ASSIMILATED
WORKERS.

BUT HE IS WILLING
TO BIDE HIS TIME,
UNTIL HE IS CERTAIN
EXACTLY WHAT
THEY ARE--AND WHAT
KIND OF A THREAT
THEY POSE TO THEIR
PLANS...

X-CLAMATIONS

c/o MARVEL
COMICS GROUP
387 Park Avenue South
New York, New York — 10016

Attention correspondents: if you don't want your full address printed, please be sure to tell us so!

Dear Bob, Ben & Co.,

One thing that bothered me about issue #35 was Domino's comment on page four, panel three. She pointed out that X-Force doesn't log their exploits on file. Why on earth would they? So that their own words could possibly be used to convict them somewhere down the line? Dom should have known better than that. By the by, are we ever going to see Dom's origin? C'mon, we've been good!

One other thing that bothered me was how this issue marked the first time that Jamie Madrox's death was alluded to in these pages, and it was just a passing mention. I would think that the team would have a pronounced reaction to the tragedy, seeing as how Madrox was so close to them age-wise. He and Siryn used to be pretty tight, if memory serves.

Harry Simon
(Address withheld by request)

The fact that they both worked at the Muir Island Research Facility would have impacted on Siryn and Madrox's connection to one another, so you can be sure that Jamie's death affected Theresa deeply, Harry. Certainly, the proximity in age which Madrox shared with the members of X-Force caused them to think about the life they're leading and the road which lies ahead of them.

Now, about Domino's suggestion...if you think about it, she's not wrong. For years, the X-Men were an outlaw band — wanted by the authorities in much the same way X-Force is now — and they kept logs of their team's history despite the fact that, if fallen into the wrong hands, the knowledge could someday be used against them. It's strategically necessary to catalog information. That way, you cut the odds of making the same mistake twice.

Dear X-Crew,

After reading issue #35, I can say, "Yes! I am afraid of Nimrod!" Geez, I mean this guy freaks me out! And, of course, you had to put Cable in there as the voice of doom to find out that mutants will die! Boy, I don't wait to find out what happens next!

Anyway, I'd like to ask a few questions and make some comments:

1) Fabian is doing a great job with X-FORCE, and Tony really draws the characters well.

2) What do you think of adding a telepath to the team?

3) Feral should die! Shatterstar more than makes up for her presence as the resident, outcast mutant.

4) What's Domino's mutant power?

5) How about giving Shatterstar his own comic?

6) Let Warpath get revenge on the White Queen for what happened in UNCANNY X-MEN #281.

Well, thanks for reading my letter. Until Rictor gives up Spanish and takes up Japanese, make mine Marvel!

Jared Skiba
(Address withheld by request)

Yeah, Jared, that Nimrod — he's scary as all get out!!! But by the time you read this, you'll have already picked up #36, so you can breathe easy again, safe in the knowledge that Nimrod's out of commission — for now!

As for some of your questions and suggestions...A telepath for X-Force? Well, in light of the revelations presented in THE ADVENTURES OF CYCLOPS & PHOENIX Limited Series, you could say that they already have one — and his name is Cable! There'll definitely be more developments about this aspect of his powers as time goes on in both these pages, as well as those of CABLE, his own solo mag, so face front!

Got something in for Feral, huh? Well, if she keeps up her present behavior, she may not wind up dead, but she very well might end up behind bars! See X-FORCE #37 for more detail.

Just like she said in X-FORCE #36, Domino's mutant power is to "have things fall into place" for her.

There are no plans for Shatty to get his own book just yet, but that doesn't mean it can't happen someday. What do you think there? Should we give Shatterstar a book of his own? A Limited Series, maybe? Let us know!

Dear Bob Harras,

Tell Fabian that while the last couple of X-FORCE stories have really whopped fancy, something *must* be done about Domino! She's been too nice to Cable! Bring back her acerbic, ego-deflating commentaries and acid zingers!

I'd also like to see a little more of Boomer — she's got a cool power, so let her use it to stomp!

Let's not get ahead of ourselves, Katherine. You must remember that the Domino you're talking about was really Vanessa — AKA the mutant Copycat — who was infamous for her scathing wit. Not that the genuine article isn't as cutting in her own right, but she simply expresses herself in more measured ways.

As for Boomer...give the girl some time, she'll throw down with the best of them when the need arises!

Dear X-Clamations,

Wow! I just finished reading X-FORCE #35, and I am amazed! The artwork, as usual, was outstanding! I especially like the new look for Shatterstar's swords, and Nimrod is rather snazzy in dark red, but the story was what really made this a great book. Way to go, Fabian! Keep it up!

I must say that I did not expect a Nimrod unit to show up in the pages of an X-book again — especially since the arrival of the Phalanx. I thought they would be the only current Super Sentinels. Do you think you can whip up a Nimrod/Phalanx fight? That would be an awesome battle (even though I can't see why the two would clash!)

I have a few questions about upcoming events:

1) Rumors have been spreading about an X-FORCE crossover with EXCALIBUR and X-FACTOR. Is this true? I hope so. X-Factor is an underrated team who needs some time in the spotlight.

2) X-Treme. Who is he? Where did he come from? Is he really Cyclops' and Havok's long-lost brother, which would then make him Cable's teenage uncle (Geez, the Summers have such a complicated family tree)!? Will he be joining X-Force or Generation X? Bring him back! Tell us more!

3) In CABLE #6, Styfle called Domino a "pathetic genejoke." Does this mean that she is human with an abnormal amount of make-up, or a mutant with a seldom-used power? Who is her husband? Where does she get her weapons?

4) How does Cable teleport, now that the Acolytes have part of his space station? Does he use Sinsaar's base, which he stole when he crippled that cyborg mercenary?

5) Cable is a Summers. Why doesn't Sinister bother him that much?

Anyway, until California finds out Rictor is just blowing off steam by the fault lines, make mine Marvel!

Ryan Stout
5260 Spruce Street
Schnecksville, PA 16078

As a matter of fact, Ryn, Nimrod and the Phalanx would be at odds with each other. After all, if Nimrod's programming demands that it protect human life and destroy all mutants, while the Phalanx's biological imperative is to absorb all life into its collective consciousness — including both humans and mutants — then there's a definite conflict of interest for these two technological terrors!

However, there is little chance of them meeting at this point in time. Sorry, dude.

1) The fact that you're holding this issue in your hands right now is testament to the existence of an X-Force between X-FORCE #39, EXCALIBUR #82 and X-FACTOR #106! And if you really want to see how it turns out, then you better not miss *Book Three: Final Sanction*, as the PHALANX COVENANT comes to a close in WOLVERINE #85 and CABLE #161!

2) For now, X-Force remains a mystery to all! However, we do know one thing for sure...he will not be a regular character in either X-FORCE or GENERATION X, although he may make guest appearances in both books now and again.

3) Ah, yes... *Domino*, she, too, is a mystery. Only she knows who her husband is, and where she gets her weapons. Still, we do know that she is indeed a mutant, and that Stryke's little insult was meant as a condescending remark from a mutant clone who believed himself to be superior to all mutants.

4) We have our suspicions as to how Cable bodyslides from one location to another, but he sure isn't giving up any of his secrets!

5) Fear.

To the people of X.

I am a 21-year-old fine arts student in the Philippines, and an incurable comic book nut. The comics I collect vary widely and are in no particular order. Yet, the very first title I started collecting seriously was, of course, X-FORCE. I instantly liked, more or less, the characters of X-Force - especially Cable, Shatterstar and Domino.

Being an artist myself, I consider art as the life and soul of a comic and the story its heart. Through the years, I've gone through disappointment, frustration and satisfaction in seeing the art on X-FORCE being done by various illustrators. More often than not, I was also awed and fascinated by the complexity and painstaking detail made by some of the artists who gave life to X-FORCE. However, there were times when I saw flaws in the coloring and the ridiculous rendering of the characters in impossible poses. In some cases, the work was so casually and carelessly done it was depressing to look at. I don't mean to judge or insult anyone, but I feel I have to state an honest opinion.

With regards to the storylines, I find it hard to decide if they were mostly good, or merely so-so. I also have no idea why I just won't quit reading X-FORCE when there are dozens of far more interesting titles out there from Marvel, as well as its fast-growing, rival companies. Yet, deep inside, I know the true reason, X-FORCE is my first love, and I have followed the team's struggles since issue #1. I'm in too deep to think of backing out. I have this grand vision that X-FORCE might one day rise from its ashes and go toe-to-toe with other comic book heavyweights like the X-MEN. Prophecy or hallucination? You decide. I'm still right behind you guys all the way.

Hochel Briones
10 Wagner Street
Fairview, Quezon City
PHILIPPINES

Don't sound so glum, Hochel! We've got so much excitement in store for X-Force, you're gonna beg us to lay off so you can take a breath! Heck, if this month's installment of the PHALANX COVENANT wasn't enough to get your blood flowing then we don't know what will! So stay tuned, 'cuz X-FORCE penciler *Tony Daniel's* amazing artwork's gonna knock you out!

Dear X-Clamations,

It'd just like to tell you that you all are doing a great job on this great comic called X-FORCE. Hey, Tony Daniel, keep up the great work (Whoa! That's using a lot of the word "great," but it's a good - word to use!)

Issue #35 was cool! This Nimrod seems pretty frightening. Also, it was nice seeing Sean Cassidy and Theresa talking. In my opinion, Sean is a pretty cool guy, but I don't see him much. One question here: where did he get that pipe from? Don't tell me Banshee smokes!

I can't wait to see what Paige is going to do, but that's something for GENERATION X to answer, isn't it? I guess I'll have to wait and find out.

Now, on to other things. Is Sunspot coming back? It would be pretty bad to lose a character like him. And when did Shatterstar pick up that funky little dagger? Also, it was nice to see the real Domino with X-Force.

Well, I'm eagerly awaiting next month's issue, so until Shatterstar falls in love with Siena Blaze, make mine Marvel!

Andrea Kirk
930 Brook Manor Drive
Mechanicsville, MD 20659

Hey, do you know something about Shatterstar and the evil Ms. Blaze that we don't, Andrea?? But seriously, thanks for the letter, Andrea! Let's see if we can't answer some of your questions, shall we? First of all...yes, Sean Cassidy does smoke a pipe. It's been a personal pleasure of his for many years now, and it probably will remain one as he gets into the longer years of his life. Everyone's got his/her own favorite pastime, and puffing on that ol' pipe just happens to be his.

If you're curious to see what's going on with Paige, then you better not miss the PHALANX COVENANT's Book One: Generation Next in UNCANNY X-MEN #216 & #317, as well as X-MEN #86 & 371. Not only is she a prisoner of the Phalanx, but so are a couple of her future classmates! So, check it out!

And speaking of GENERATION X, there's something we've just got to tell you...over the past couple of months, we've gotten a majority of the pages for our double-sized, chromium-enhanced cover edition of GENERATION X #1, and y'know something? *Chris Bachalo* is an artistic delfy! You're gonna be so righteously knocked out by his artwork that you better spend your summer vacation preparing to have your mind blown when this book hits the stands in September! Don't say we didn't warn you!

Whew! Sorry about that (Can't tell how excited we are, can you?). Now, for your

last two questions: Sunspot will definitely return someday - but you'll never guess how! As for Shatterstar's daggers...well, he's probably had them for a while, but hasn't had the need to use them up until now.

Dear X-Jammers,

X-FORCE is one helluva jam, and no one can tell me otherwise! But the real reason I'm so into X-FORCE is because of Shatterstar, and I'm sure there's at least one other person out there who thinks the same. Shatterstar has got to be the most mysterious and interesting character out of all of the X-Force brats.

I was in a toy store one day, and I was looking for an X-Men action figure for my collection when I saw the Shatterstar figure! The first thing I noticed was ponytail. At that time, I knew nothing about X-Force or Shatterstar, but after seeing that action figure, I went right to the local comic shop and bought my first issue of X-FORCE. It was issue #29, the one with Shatterstar right on the cover! I instantly fell in love with this comic book! It has now become my personal duty to buy any issue of X-FORCE, or any other X-book, that spotlights him.

Another thing that caught my attention was the way he talks. He speaks so technically, and is probably the most obedient, self-sacrificial member of X-Force. When he's in battle, his only objective is to do whatever it takes to get the job done. I guess that's why he was a warrior on his homeworld.

1) What was Shatterstar's first appearance? 2) I just picked up a back issue of X-MEN #1, and Professor X tells Dazzler that she is pregnant. Then, on the next page, she and Longshot talk about a name, and she says, "Shatterstar? You've got to be kidding!" So is he, like, their son or something? If so, how come he doesn't know it?

Zakia Francis
PO Box 5392
Springfield, MA 01101

So, you're a huge Shatterstar fan, too, eh, Zakia? Boy, the ranks of Shett-o-philes are really growing by leaps and bounds!

Here are the answers to your questions:

1) Shatterstar first appeared in the absolute, last panel of NEW MUTANTS #99, but we really didn't see him in action until #100. So, shame on you for being such a massive Shatterstar follower and not knowing that juicy little bit o' information! We'll forgive you for now, but we better not have to tell you twice!

2) Don't forget that Shatterstar was taken to be raised as a warrior for Mojo's video games at a very young age, so the odds of him actually knowing who his parents were are slim.

NEXT ISSUE:

Who - or what is Prash? And what does it want from Cable and X-Force?? The only way to find out whether it's friend or foe, True Believer, is to come right back next month as X-Force undergoes some major changes and starts "Letting Go" of the past.

MARVEL COMICS PULPEN BULLETIN FUN PAGE!



It feels like Doom's day around here! When I was asked for submissions for the Latverian theme song, we were ultra-stunned by the sheer volume of entries! Apparently there are a lot of talented songwriting Marveloids out there! We received original compositions as well as songs written to the tunes of existing songs. (Some of the more bizarre choices included lyrics written to the tunes of such songs as "My Darling Clementine," the Beatles' "Yesterday," the theme to the Brady Bunch, and, in a real stretch, the Fresh Prince's "Boom Shake the Room!") One entrant wrote a polka, and others (Eric Regnell, Hassan Galadan, and Michael Gerkow) even included a cassette tape of their songs! Here then, are the winners to the Latverian National Anthem Contest. Every winner featured on this page received actual stuff found around the offices at Marvel! Winners were chosen based on originality, and how well their songs reflected the majesty — and menace — of Doctor Doom and his land! (It's worth noting here that much to our surprise, only one entrant rhymed "Latveria" with "hysteria," which shows you people are even more creative than we thought!)

First Place winner: **Bob Kronmeyer** of Brown Mills, NJ

"Hail to Latveria"

Hail to Latveria,
For thy majesty, Doctor Doom,
Hail to Latveria,
For prosperity and not gloom.

Hail to Von Doom!
Master of us all;
Leader of our country,
Ruler of the small.

Hail to Castle Doom,
Symbol of our might;
Standing tall and secure,
Towering in the night.

Hail to Latveria,
For all it has to give.
Hail to Von Doom,
For whom we serve, to live.

First runner-up: **Dale J. Roberts** of Flower Branch, GA. Dale's entry came this close to winning! It's sung to the tune of "America the Beautiful!"

"Latveria the Beautiful"

O Watchful are the master's eyes,
They guard the wood and plain.
For bountiful our harvests be,
And all our fœmen slain!

CHORUS: Latveria, Latveria,
Doom watches over thee.
His merest whim we do for him
For his strength keeps us free!

Though some might strive to break
our chains,
And fear to our shores bring,
The master's hand protects our land,
His praises do we sing.

(REPEAT CHORUS)

Second runner-up: **Kirk Baldrige** of The Colony, TX.

"Latveria Latveria"

Latveria, Latveria,
The greatest land of all.
To you we pledge our lives and love,
With you we can stand tall.

Our wise and armored monarch,
The mighty Doctor Doom,
Will keep us safe beneath his hand,
And forever banish gloom.

Latveria, Latveria,
Our pride is always true.
For Doctor Doom, our leader,
We're ever loyal to you
Latveria!

Third runner-up: **Mark Hedzega** of Middlebury, CT. Mark sent in not only sheet music, but also the Latverian translation of his song! Talk about going above and beyond the call of duty!

"Doom"

Doom is our monarch,
For whom to fate we fight.
The Netherworld, too,
Cannot stand against his might.

Doom rules the day,
Doom rules the night.

Worlds and stars tremble before,
His illustrious might.

Congratulations to all the winners and everyone who entered.

If Doctor Doom were still alive, he would be very proud, and he wouldn't have any of you executed!

In the border of this page is a list of everyone who entered! Though our runner-ups don't receive any prizes, they're still winners to us.

THE HYDE BOX

Beginning this week in PUNISHER: WAR JOURNAL, is a story called "Final Entry" by Steven Grant, Hugh Haynes, and Scott Koblish! The action kicks off when the Punisher's battle-van is stolen, with his War Journal inside! Editor Don Daley said that the mysterious van-thief will be "learning the Punisher's secrets, and using them against him!" The back-up story features Lynn and Playback, featuring "dynamic" art by Kevin Kobasic and Elman Brown, which Don raves, "must be seen!"



■ **BARBIE FASHION #48:** Barbie and Ken hit the beach and catch some rays! By State/Mortimer

■ **BLACK CAT #1:** The First Strikers want to clip the Cat's claws! By Kavanagh & Cavalier/Wickman/Baskerville

■ **BLADE: THE VAMPIRE HUNTER #3:** Dracula's the best on Blade! By Edgerton/Wheatley/vy!

■ **BLAZE #2:** When in Florida, make sure you stop and gift the Man-Thing! By Harris/Martinez/Lafollet

■ **DOCTOR WHO: CLASSIC COMICS #23:** Wouldja believe the Daleks are back?

■ **DOCTOR WHO 1994 SUMMER SPECIAL:** The Doctor enters a living hell! By Gray/Andrew!

■ **DR. STRANGE, M.D.:** It's a magic vs. magnetism when Strange fights Poptart! By Quinn/Ruby/Harper!

■ **FANTASTIC FOUR #392:** The first appearance of the Fantastic Force!

By DeFalco/Payan/Buonacini

■ **GALACTIC GUARDIANS #3 OF 4:** His Replax turned traitor? By Gallagher/West/Montano!

■ **HELLSTORM #18:** Bad heavenly! Daimon performs an exorcism on an angel! By Elm/Marcel

■ **IRON MAN #308:** Tony wages war against the Vortex! By Kaminski/Morgan/Mitchell

■ **MARVEL MASTERPIECES #3 OF 3:** Trading cards have turned into comics!

■ **NEW WARRIORS #51:** There are too many Warriors! Some have got to go! By Nicieza/Pace/Maheshtadi!

■ **NIGHTWATCH #8:** Nightwatch was looking for a lost relative — he found Venom! By Kavanagh/Tanney!

■ **PUNISHER #209 #20:** Vendetta has a score to settle with Jack! By Mills & Skinner/Coleby/Williams!

■ **PUNISHER WAR JOURNAL #70:** The Final Entry of the War Journal begins here! By Dixon & Grant/Haynes & Brown/Gray, Koblish & McKenna!

■ **SILVER SURFER #96:** The Hulk, Surfer, and Fantastic Four: trapped underground! By Ron Marz/J. Hall/McKenna

■ **SPECTACULAR SPIDER-MAN #216:** The Scorpion will rock Spider like a hurricane! By DeFalco/Buscemal

■ **SPECTACULAR SPIDER-MAN ANNUAL #14:** The Diary of the Green Goblin! By DeMatteis & Lyle/Buscemal

■ **SPIDER-MAN: THE ARACHNES PROJECT #2:** The Diggers stir up trouble! By Lackey/Widmark/Baskerville!

■ **SPIDER-MAN: WEB OF DOOM #2:** Spidey wanted for murder! Film at 11! By Harris/Williams/DelaRosa!

■ **THOR #478:** Red-headed Thor rights bond threat! May the best god win! By Thomas/Wyman/DeCarlo!

■ **THUNDERSTRIKE #12:** Introducing Whitty Out! He wants to wipe you out! By DeFalco/Frenco/Migrom!

■ **VENOM: NIGHTS OF VENGEANCE #2:** Hybrid mercenaries hunt Venom! By Lackey/Lim/Migrom!

■ **X-FORCE #68:** Who is the bigger threat — Doug-lok or the Phalanx? 48 pages! By Nicieza/Daniel/Hodridge!

■ **X-MEN CLASSIC #99:** Power Pack joins the Morlocks! X-Men to the rescue! By Claremont/Morita Jr./Austin & Green!

■ **X-MEN UNLIMITED #6:** Sauron wins! No one leaves the Savage Land alive! By Moore/Smith!



NOTHING, NOTHING
CAN PREPARE YOU

S E P T E M B E R 1 9 9 4
SUPER NES™ GENESIS™ GAME BOY™ GAME GEAR™

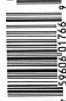
MIDWAY

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DIRECT EDITION

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APPROVED
BY THE
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CODE
AUTHORITY



TOBY DANIEL '94
KEVIN CONRAD

BOOK TWO

| Cannonball

| Boomer

| Storm

| Warpath

| Ricochet

| Shadowstar

FORGE, CANNONBALL AND WOLFSBANE WERE BROUGHT TO THIS BEAUTIFUL HAULET IN THE HEART OF THE ITALIAN ALPS--

--BY A TECHNO-ORGANIC BEING WHO HAS ASSUMED THE FORM, IF NOT THE ESSENCE--

--OF THEIR DECEASED FRIEND AND FORMER NEW MUTANT TEAMMATE, DOUG RAMSEY.



STAN LEE PRESENTS

PART TWO

| Forge

| Polaris



LIFE SIGNS

DOUGLOCK, AS HE HAS COME TO BE NAMED, IS A RENEGADE MEMBER OF A NEW AND DEADLY LIFEFORM, KNOWN AS THE PHALANX --

-- WHICH SEEMS TO SPREAD ACROSS THE WORLD, ASSIMILATING ALL SPECIES OF LIVING CREATURES INTO THEIR ARTIFICIAL COLLECTIVE INTELLIGENCE.

DOUGLOCK SOMEHOW BROKE FREE FROM THAT GROUP-MIND, SOUGHT INDEPENDENCE, AND USING THE TRACE MEMORIES OF THE BEING HE HAD ONCE BEEN --

-- SOUGHT TO WARN OTHERS OF THE PHALANX THREAT. *

* A VERY CONDENSED VERSION OF EVENTS IN EXCALIBUR #1-80. --BOB

THE FAITH DANCERS

| Havok



| Strong Guy



| Wolfsbane



| Nightcrawler



| Shadowcat



| Magenta



| Dazzler



| Ironic



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THE LAW!



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GIVE UP! CARNAGE!



EAT PUMPKIN,
WEBSLINGER!



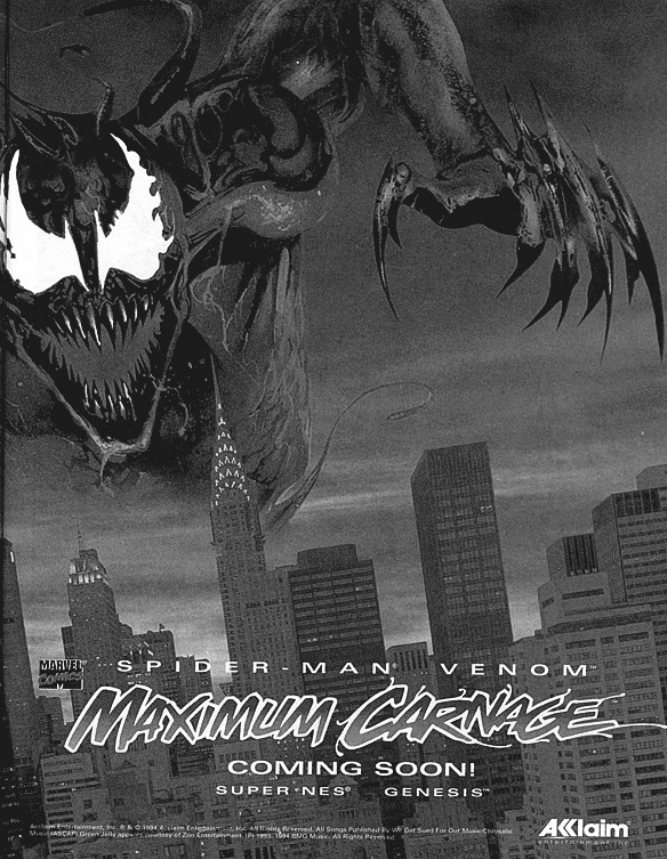
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CARNAGE™ RULES???



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SPIDER-MAN VENOM

MAXIMUM CARNAGE

COMING SOON!

SUPER NES GENESIS

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NORMANDY.
MONT ST.
FRANÇOIS.

IN ITS TIME, IT HAS
BEEN BOTH A HOME
OF RELIGIOUS STUDY
AND A PLACE OF
REFUGE.

THIS MONASTERY HAS
STOOD, IN ONE FORM OR
ANOTHER, ON THIS
SPOT FOR CLOSE TO A
MILLENNIUM.

IT HAS EVER BEEN
A PLACE OF LEGEND.
FOURLORE CALLS IT
A MAGICAL SITE.

PERHAPS.
PERHAPS
NOT.

IF MAGIC WAS THERE, IT
FAILED WHEN THE NAZIS
OCCUPIED THIS PORTION
OF FRANCE DURING WORLD
WAR II. THE MONASTIC
ORDER THAT HAD LIVED HERE
FROM THE BEGINNING WAS
FORCED TO FLEE.

THEY NEVER
RETURNED.

THE MONASTERY REMAINED
ABANDONED, UNTIL THE MEGALO-
MANIACAL FABIAN CORTEZ--
FORMER LEADER OF MAGNETO'S
DEVOTED ACOLYTES--MOVED
HIS FLOCK OF WORSHIPERS
HERE.

THE ACOLYTES ARE GONE.
REPLACED BY ANOTHER
GROUP OF MUTANTS WHO
HAVE COME HERE IN
DESPERATION AND FEAR.

FOR THIS DAY, THEY
STAND AS THE LAST
BASTION OF HOPE
MANKIND HAS LEFT
AGAINST THE PHALANX
HORDE.

THE MOUNT,
ONCE MORE, IS
A PLACE OF
REFUGE.



DR. MAURA MACTAGGART STANDS ALONGSIDE THE COLLECTIVE MUTANT TEAMS OF EIGAL'SUR, X-FORCE AND X-FACTOR, HER INSIDES CHURNING, AS THEY STRUGGLE TO FIND A KEY TO THE THREAT POSED BY THE PHALANX.

AMANDA, PLEASE, CONTINUE T' TRY TO SOOTHE KITTY WITH YOUR SORCEROUS SPELLS AS BEST YE CAN.

THE MACHINERY FORGE WAS ABLE TOGGLE TOGETHER, USIN' THE EQUIPMENT LEFT BEHIND BY THE ACOLYTE--

-- IS SEEKIN' OUT A BIOLOGICAL REMNANT OF THE TRANSMODE VIRUS --

-- IN ANYONE WHO HAD PREVIOUS CONTACT WITH THE TECHNO-ORGANIC BEINGS WARLOCK AND MAGUS!

AND, AFTER HAVING RUN RIOTOR THROUGH YOUR TORTURE CHAMBER, DOCTOR--

-- YOU INSIST ON INFLECTING THE SAME PAIN ON SHADOWCAT?



OOO...
WHAT'S GOIN'
ON HERE?

THEY ARE
READY TO MAKE
THE CALL.

"IT IS A SIGNALING
DEVICE TO BEER OUT
AND TELL OUR
PARENT RACE--

"--THAT THE PHALANX
OBTAINS TO BE A PART
OF THEIR CELESTIAL
CONQUEST, AND
ALSO TO TELL THEM...

"...THAT THE
EARTH HAS BEEN
ASSIMILATED--

"IT IS TIME FOR
THE REVENGE, SO
THEY CAN REAP
WHAT WE HAVE
SOWN."



NO--...
WE'RE TOO
LATE.

THEY
SIGNAL THE
OTHERS.

THEY TELL
THEM THAT
THIS PLANET
WANTS TO
RETURN.



ADIE
ADIE!

THE ENTIRE
VALLEY IS
SPITTING THEM
APART!

THE
BARREL SPIN
IS FINISH!
THE
HARBOR
WILL BE
GONE?



TO BE CONCLUDED IN
EXCALIBUR #82